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OF COUNSEL
URBAN A. LESTER

14415-C

June 17, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease dated as of June 16, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease which was previously filed with the Board under Recordation Number 19915.

The names and addresses of the parties to the enclosed documents are:

Lessor: General Electric Company
2910 East Lake Road
Erie, PA 16531

Lessees: The Baltimore and Ohio Chicago
Terminal Railroad Company
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Counterparts - WML

Mr. Vernon A. Williams
June 17, 1996
Page 2

A description of the railroad equipment covered by the enclosed document is:

eighteen (18) General Electric Model AC4400 diesel electric locomotives bearing road numbers 155-162, 165-173 and 201 (formerly 174). The road numbers on twenty-five (25) locomotives are also changed as set forth in the document.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

199/15-C

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of the 16th day of June, 1996, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a Virginia corporation ("CSXT"), and The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated January 22, 1996 (the "Lease"), which covered diesel electric locomotives bearing road numbers 116 - 197 (inclusive); and

WHEREAS, a Memorandum of the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on January 30, 1996, at 10:20 a.m. and given Recordation Number 19915; and

WHEREAS, subsequent to filing the Memorandum of Lease with the ICC, GE, CSXT and Railroad have agreed to change the road numbers assigned to 25 of the 82 diesel electric locomotives covered by the Lease; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease solely with respect to 18 of the 82 diesel electric locomotives originally covered thereby, and to record such partial termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby agree that the road numbers on the following 25 of the 82 diesel electric locomotives shall be changed as follows:

<u>Old Road Number</u>	<u>New Road Number</u>
174	201
175	202
176	203
177	204

<u>Old Road Number</u>	<u>New Road Number</u>
178	205
179	206
180	207
181	208
182	209
183	210
184	211
185	212
186	213
187	214
188	215
189	216
190	217
191	218
192	219
193	220
194	221
195	222
196	223
197	224
198	225

2. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective June 16, 1996, but solely, with respect to the following equipment: 18 General Electric Company Model AC 4400 Diesel Electric Locomotives bearing Road Numbers 155-162, 165-173 (both inclusive), and 201 (formerly, Road Number 174 and, collectively with the other 17 locomotives, the "Terminated Equipment").

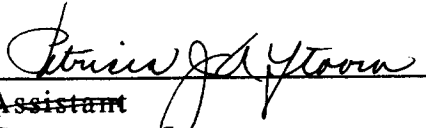
3. The parties agree to record this Partial Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

4. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages

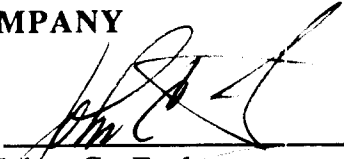
bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

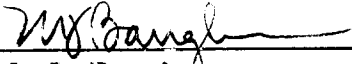
Attest:


Assistant
Corporate Secretary

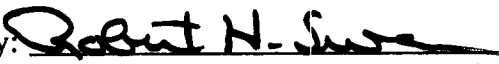
THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY

By: 
John C. Eccleston,
Assistant Treasurer

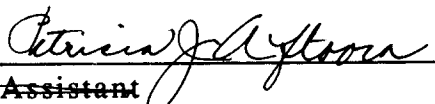
Attest:


M. J. Baughman,
Attesting Secretary


GENERAL ELECTRIC COMPANY

By: 
Robert H. Swan, Chief Financial
Officer

Attest:


Assistant
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 
John C. Eccleston,
Assistant Treasurer

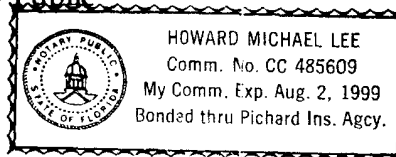
State of Florida)
)
County of Duval)

On this 12th day of June, 1996, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Howard Michael Lee

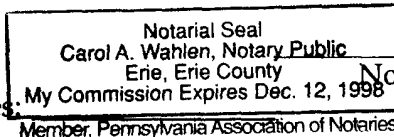
Notary Public

My commission expires: August 2, 1999



Commonwealth of Pennsylvania)
)
County of Erie)

On this 10th day of June, 1996, before me personally appeared Robert H. Swan to me personally known, who, being duly sworn, did say that he is Chief Financial Officer of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Carol A. Wahlen

Notary Public

My commission expires:

State of Florida)
)
County of Duval)

On this 12th day of June, 1996, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Howard Michael Lee

Notary Public

My commission expires: August 2, 1999

